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\*ALSO ADMITTED IN NEW YORK  
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URBAN A. LESTER

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• 17396

#15

June 25, 1991

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INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies of a Memorandum of Assignment of Lease Agreement dated as of May 31, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Assignor: Transcisco Rail Services Company  
601 California Street, Suite 1301  
San Francisco, California 94108

Assignee: Chrysler Rail Transportation Corporation,  
as Agent for Chrysler Financial Corporation  
225 High Ridge Road  
Stamford, Connecticut 06905-3032

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 100-ton UNI-FLO Covered Hopper  
Cars bearing CHTT reporting marks and road  
numbers 200107 through 200136, both inclusive.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006

*C. T. Kappler*

*C. Alvord*

16 JUN 27 1991

Mr. Sidney L. Strickland, Jr.  
June 25, 1991  
Page Two

A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Assignment of Lease Agreement dated as of May 31, 1991 between Transcisco Rail Services Company, Assignor, and Chrysler Rail Transportation Corporation, as Agent for Chrysler Financial Corporation, Assignee, covering 30 100-ton UNI-FLO Covered Hopper Cars, CHTT 200107 - CHTT 200136, both inclusive.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

6/25/91

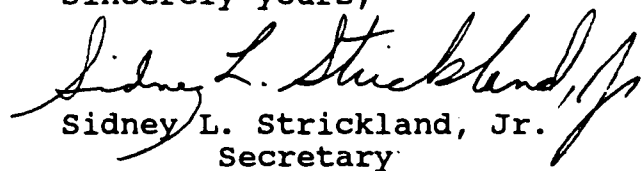
OFFICE OF THE SECRETARY

Charles T Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20423

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/25/91 at 1:05pm, and assigned recordation number(s) 17395 & 17396

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

• 17396

RECEIVED 10 - 10 - 1991

JUN 25 1991 -1 05 PM

INTERSTATE COMMERCE COMMISSION

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**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

**BETWEEN**

**TRANSCISCO RAIL SERVICES COMPANY ("ASSIGNOR")  
A DIVISION OF TRANSCISCO INDUSTRIES, INC.**

**AND**

**CHRYSLER RAIL TRANSPORTATION CORPORATION ("ASSIGNEE"),  
AS AGENT FOR CHRYSLER FINANCIAL CORPORATION ("OWNER").**

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Memorandum of Assignment Agreement made and entered into as of May 31, 1991 by and between Transcisco Rail Services Company, ("Assignor") a division of Transcisco Industries, Inc. and Chrysler Rail Transportation Corporation, a Delaware Corporation, ("Assignee"), as Agent for Chrysler Financial Corporation ("Owner").

This Memorandum of Assignment Agreement is intended to evidence the Assignment Agreement of May 31, 1991, assigning all Assignors title and interest in the Lease Agreement for UNI-FLO Railroad Cars dated as of March 29, 1991 (the "Lease") between Assignor and Union Pacific Railroad Company, a Delaware corporation (the "Lessee"), to Assignee.

This Memorandum is filed for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Assignee is the Agent for the Owner of the railroad cars, more fully described in Annex A hereto (the "Units").

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporation officers as of the date and year first above written.

Transcisco Rail Services Company

BY: 

CHRYSLER RAIL TRANSPORTATION CORP.  
as Agent for Chrysler Financial Corp.

BY: 

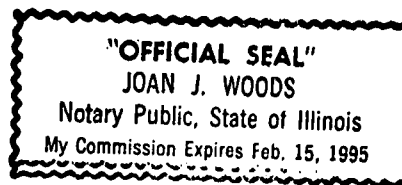
STATE OF

COUNTY OF

On this 6th day of June, 1991, before me personally appeared John M. Dapkus, to me personally known, who being by me dully sworn, says that he is the ice President, Sales & Market of Transcisco Rail Services Company, that the foregoing instrument was ing signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

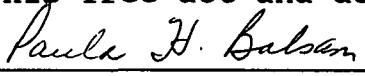
My commission expires:



STATE OF CONNECTICUT

COUNTY OF Fairfield

On this 24<sup>th</sup> day of June, 1991, before me personally appeared Philip A. Dabice, tome personally known who being by me dully sworn, says that he is the Senior Transaction Manager of CHRYSLER RAIL TRANSPORTATION CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
NOTARY PUBLIC

My commission expires: March 31, 1995

**ANNEX A TO THE  
MEMORANDUM OF ASSIGNMENT AGREEMENT  
DATED MAY 31, 1991**

Thirty (30), 100-ton UNI-FLO Covered Hopper Cars carrying the Marks and numbers:

CHTT 200107 through and  
including CHTT 200136